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December 14, 2010

Honorable Judge Sean H. Lane
United States Bankruptcy Judge
for Southern District of New York
One Bowling Green
New York, NY 10004-1408
Chambers: (212) 668-5637
Courtroom: 701

Re: In re Vitro, S.A.B. de C.V. (Case No. 10-16619-shl)

Dear Honorable Judge Lane:

With respect to the just-filed above-referenced chapter 15 case (the "Chapter 15 Case") of Vitro S.A.B. de C.V., a Mexican glass company ("Vitro"), we represent the Ad Hoc Group of Vitro Noteholders (the "Ad Hoc Noteholder Group"), who are holders or advisors to holders of over \$720 million in aggregate principal amount of \$1.2 billion in senior notes ("Senior Notes") issued by Vitro in U.S. offerings. Vitro has made no payment of principal or interest on its Senior Notes for more than two years. In anticipation of commencing its concurso proceeding in Mexico, Vitro solicited consents from its unsecured creditors, including holders of the Senior Notes. Such efforts have received virtually no support from Vitro's public noteholders; indeed, based on Vitro's public filings, it appears that only \$44 million (3.7%) of Senior Notes have been tendered. In that regard, we note that the members of the Ad Hoc Noteholder Group hold (or manage holders of) approximately 60% of Vitro's Senior Notes and 50% of all of its claimed third-party debt. All of the members of the Ad Hoc Noteholder Group oppose the proposal and have rejected it.

According to Vitro's public statements, it intends to override the proposal's rejection by relying on purported acceptances tendered by insiders and affiliates. In particular, Vitro claims that its subsidiaries, who allegedly hold approximately \$1.9 billion of intercompany claims, substantially all of which was reportedly created in the last year, have voted (or will vote) to accept the proposal. According to Vitro, this entitles it to implement the plan, even if no noteholders accept it. Whether or not such a result can be achieved in Mexico (we are aware of no precedent for such an outcome), it is clear that such purported insider acceptance would not make a chapter 11 plan that has been rejected by third party creditors confirmable.

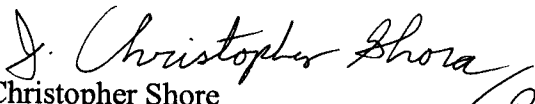
On November 17, 2010, certain members of the Ad Hoc Noteholder Group commenced involuntary chapter 11 cases (the "Texas Cases") under title 11 of the United States Code (the "Bankruptcy Code") against 15 U.S. affiliates of Vitro (the "Texas Debtors"). Each of the Texas Debtors is a guarantor of Vitro's obligations under the notes, and each operates in the United States.

The Texas Cases are pending before the Honorable Judge Russell Nelms in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the "Texas Court") and are jointly administered under Case No. 10-47470-rfn-11. The Texas Debtors have now answered the involuntary petitions in the Texas Cases and have not challenged venue in the Texas Court. Proposed counsel for Vitro in Vitro's Chapter 15 Case, Milbank Tweed Hadley & McCloy, has appeared in the Texas Court as co-counsel for the Texas Debtors.

This afternoon, Vitro filed its chapter 15 petition commencing its Chapter 15 Case in this Court, rather than filing and proceeding in the Texas Court where the cases of its affiliates (the Texas Debtors) are pending. In response, the Ad Hoc Noteholder Group has now filed with the Texas Court the attached motion (the "Venue Motion") pursuant to Rule 1014(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") requesting a determination that Vitro's Chapter 15 Case before this Court be transferred to the Texas Court and jointly administered with the Texas Cases. Under Bankruptcy Rule 1014(b), we believe that all actions and proceedings relating to Vitro in this Court are automatically stayed pending the resolution of the Venue Motion by Judge Nelms. Nonetheless, in the event that this Court is inclined to consider any relief requested by Vitro or its counsel prior to the disposition of the Venue Motion, we respectfully request the opportunity to respond and be heard in respect of any such relief.

We are available to answer any questions you might have regarding this letter, the Texas Cases, or the Venue Motion. Please contact me (212-819-8394) or my partner, John Cunningham (305-995-5252), with any questions.

Respectfully,


J. Christopher Shore *RSK*

cc: Dennis F. Dunne, Esq. (via email)
Andrew Leblanc, Esq. (via email)

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ATTORNEYS FOR THE PETITIONING CREDITORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	
)	Chapter 11 Cases (Involuntary)
)	
VITRO ASSET CORP., et al.,)	Case No. 10-47470-rfn-11
)	
Debtors. ¹)	Jointly Administered
)	

**MOTION OF THE PETITIONING CREDITORS FOR DETERMINATION
THAT CERTAIN BANKRUPTCY CASES SHOULD PROCEED IN THE
UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT
OF TEXAS PURSUANT TO FED. R. BANKR. P. 1014(b)**

TO THE HONORABLE RUSSELL F. NELMS, UNITED STATES BANKRUPTCY JUDGE:

Knighthead Master Fund, L.P., Brookville Horizons Fund, L.P., Davidson Kempner Distressed Opportunities Fund L.P., and Lord Abbett Bond-Debenture Fund, Inc. (collectively, the “Movants”), as creditors and parties in interest in the above-captioned chapter 11 cases, file this motion (the “Motion”), pursuant to Rule 1014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order that the chapter 15 case entitled In re Vitro, S.A.B. de C.V., filed on December 14, 2010 in the United States Bankruptcy Court for the

¹ The Debtors are Vitro Asset Corp., Vitro Chemicals, Fibers & Mining, LLC, Vitro America, LLC, Troper Services, Inc., Vitro Packaging, LLC, VVP Holdings, LLC, Amsilco Holdings, Inc., B.B.O. Holdings, Inc., Binswanger Glass Co., Crisa Corp., VVP Finance Corp., VVP Auto Glass, Inc., V-MX Holdings, LLC, Super Sky Products, Inc., and Super Sky International, Inc.

Southern District of New York, Case No. 10-16619, be transferred to the United States Bankruptcy Court for the Northern District of Texas (the “Court”) and be jointly administered with the above-captioned chapter 11 cases.

STATEMENT OF FACTS

1. Movants are petitioning creditors who commenced the above-captioned involuntary cases (collectively, the “Chapter 11 Cases”) against Vitro Asset Corp. and its affiliated debtors (collectively, the “Chapter 11 Debtors”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with this Court. The Chapter 11 Cases are being jointly administered.

2. Movants are holders (the “Noteholders”) of Senior Notes (the “Vitro Notes”) issued by the Chapter 11 Debtors’ ultimate Mexican parent, Vitro S.A.B. de C.V. (“Vitro”), and guaranteed by each of the Chapter 11 Debtors.

3. Vitro (and together with its affiliated debtors and non-debtor entities, the “Company”) is a corporation organized under the laws of Mexico and is a holding company that conducts substantially all of its operations through its subsidiaries both outside and within the United States. Each Chapter 11 Debtor is a subsidiary of Vitro that is domiciled in the United States in one of various states, including in Texas. As stated, each Chapter 11 Debtor has unconditionally guaranteed the Vitro Notes as described more fully below.

4. Vitro’s liabilities include, but are not limited to, the Vitro Notes, which consist of over \$1.2 billion in principal amount of senior unsecured notes outstanding. Vitro issued each series of Vitro Notes to the public in the United States and is a reporting company with respect to each such series pursuant to section 15(g) of the Securities Exchange Act of

1934. Each of the Chapter 11 Debtors executed an unconditional guaranty of Vitro's obligations in respect of the Vitro Notes pursuant to the indentures governing the Vitro Notes.

5. On November 1, 2010, Vitro launched the Tender Offer, Exchange Offer and Consent Solicitation (the "Solicitation") seeking to implement a pre-packaged reorganization plan in Mexico (the "Concurso Plan") under Mexican bankruptcy law, "*Ley De Concursos Mercantiles*" (the "Mexican Business Reorganization Act"), to force the Noteholders to accept the Company's terms.

6. On December 14, 2010, Vitro announced it had commenced *concurso mercantil* proceedings in Mexico by filing a petition for relief under the Mexican Business Reorganization Act along with an alleged pre-packaged *Concurso Plan*.²

7. The Chapter 11 Debtors are not eligible to be Debtors in insolvency proceedings in Mexico.

8. On December 14, 2010, Vitro filed a petition (the "Chapter 15 Petition") under chapter 15 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (Bankruptcy Judge Sean H. Lane) commencing Vitro's chapter 15 case (the "Chapter 15 Case"). See Chapter 15 Petition attached hereto as **Exhibit A**.

RELIEF REQUESTED AND THE BASIS THEREFORE

9. Vitro is the ultimate parent of each of the Chapter 11 Debtors and is an "affiliate" of the Chapter 11 Debtors under section 101(2) of the Bankruptcy Code.

10. Bankruptcy Rule 1014(b) requires that venue proceed in the district in which the petition filed first by an affiliate of a debtor is pending. Fed. R. Bankr. P. 1014(b) reads in full as follows:

² Prior to any alleged *concurso* filing by Vitro in Mexico, certain of the Movants had recently filed their own involuntary petition against Vitro under the Mexican Business Reorganization Act in Mexico. The status of that involuntary filing in Mexico is pending determination by the Mexican court.

“If petitions commencing cases under the Code are filed in different districts by or against (1) the same debtor, or (2) a partnership and one or more of its general partners, or (3) two or more general partners, or (4) a debtor and an affiliate, on motion filed in the district in which the petition filed first is pending and after hearing on notice to the petitions, the United States Trustee, and other entities as directed by the Court, the Court may determine, in the interest of justice or for the convenience of the parties, the district or districts in which the case or cases should proceed. Except as otherwise ordered by the court in the district in which the petition filed first is pending, the proceeding on the other petitions shall be stayed by the courts in which they have been filed until the determination is made.” (Emphasis added)

11. Movants commenced these Chapter 11 Cases against the Chapter 11 Debtors on November 17, 2010. The Company did not file its chapter 15 petition until December 14, 2010. These Chapter 11 Cases are therefore the first filings commenced within the meaning of Bankruptcy Rule 1014(b).

12. As stated, the Chapter 11 Debtors are affiliates of Vitro within the meaning of 11 U.S.C. § 101(2). Pursuant to Rule 1014(b), this Court is the proper Court to determine in which district or districts the case should proceed.

13. The Chapter 15 Case of Vitro should proceed in this Court along with these Chapter 11 Cases for the following reasons:

- a. The Debtors are properly under the jurisdiction of this Court;
- b. The Debtors are not debtors in the foreign proceedings for which Vitro is seeking recognition by its Chapter 15 Petition;
- c. It would be inconvenient and inefficient to allow these cases to proceed separately, as they revolve around the same assets and insolvency issues;

- d. This Court is already familiar with both Vitro and the Chapter 11 Debtors and the issues raised by a potential restructuring of Vitro and its affiliates;
- e. Substantially all the issues already before this Court in these Chapter 11 Cases will overlap the issues in Vitro's Chapter 15 Case.

RESERVATION OF RIGHTS

14. The Movants learned of the filing of the Chapter 15 Petition only a very short time ago and were given little notice of such a filing. The Movants accordingly reserve all rights to amend the Motion.

WHEREFORE, Movants respectfully request this Court enter an order substantially in the form and substance of the attached granting the relief requested herein and such other and further relief as is just and proper.

Dated: Fort Worth, Texas
December 14, 2010

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By /s/ Jeff P. Prostok
Jeff P. Prostok

-and-

Thomas E Lauria

State Bar No. 11998025

J. Christopher Shore (pending admission pro hac vice)

John K. Cunningham (pending admission pro hac vice)

Richard Kebrdle (pending admission pro hac vice)

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ATTORNEYS FOR THE PETITIONING
CREDITORS AND THE AD HOC GROUP
OF VITRO NOTEHOLDERS

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served via ECF electronic Notice, if available, and upon the parties listed below via email, on December 14, 2010.

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/s/ Jeff P. Prostok
Jeff P. Prostok

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	
)	Chapter 11 Cases (Involuntary)
)	
VITRO ASSET CORP., et al.,)	Case No. 10-47470-rfn-11
)	
Debtors. ¹)	Jointly Administered
)	

NOTICE OF MOTION

To: Vitro S.A.B. de C.V. and any of its affiliated debtors and all other parties of interest:

PLEASE TAKE NOTICE that a hearing on the Motion of the Petitioning Creditors for Determination that Certain Bankruptcy Cases Should Proceed in the United States Bankruptcy Court for the Northern District of Texas Pursuant to Fed. R. Bankr. P. 1014(b) will be held before the Honorable Russell F. Nelms on [] in Courtroom [], [], Fort Worth, Texas.

Dated: Fort Worth, Texas
December 14, 2010

Jeff P. Prostok
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By _____
Jeff P. Prostok

-and-

¹ The Debtors are Vitro Asset Corp., Vitro Chemicals, Fibers & Mining, LLC, Vitro America, LLC, Troper Services, Inc., Vitro Packaging, LLC, VVP Holdings, LLC, Amsilco Holdings, Inc., B.B.O. Holdings, Inc., Binswanger Glass Co., Crisa Corp., VVP Finance Corp., VVP Auto Glass, Inc., V-MX Holdings, LLC, Super Sky Products, Inc., and Super Sky International, Inc.

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ATTORNEYS FOR THE PETITIONING
CREDITORS AND THE AD HOC GROUP
OF VITRO NOTEHOLDERS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	
)	Chapter 11 Cases (Involuntary)
)	
VITRO ASSET CORP., et al.,)	Case No. 10-47470-rfn-11
)	
Debtors.)	Jointly Administered
)	

**ORDER THAT CERTAIN BANKRUPTCY CASES SHOULD PROCEED IN THE
UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT
OF TEXAS PURSUANT TO FED. R. BANKR. P. 1014(b)**

Upon consideration of the motion (the “Motion”) of the Movants dated December 14, 2010, for an Order Pursuant to Fed. R. Bankr. P. 1014(b) (“Bankruptcy Rule 1014(b)”) determining that the chapter 15 petition filed on December 14, 2010 by Vitro S.A.B. de C.V., in the Southern District of New York, Case No. 10-16619 should proceed in the United States Bankruptcy Court for the Northern District of Texas Pursuant to Rule 1014, it is hereby;

ORDERED, that the United States Bankruptcy Court for the Southern District of New York shall forthwith transfer Case No. 10-16619 entitled In re Vitro, S.A.B. de C.V., to the United States Bankruptcy Court for the Northern District of Texas and;

IT IS FURTHER ORDERED, pursuant to Bankruptcy Rule 1014(b) that all proceedings in Case No. 10-16619 pending in the United States Bankruptcy Court for the Southern District of New York (except for transferring venue to this Court) are STAYED unless otherwise ordered by this Court.

Date: _____

Russell F. Nelms
United States Bankruptcy Judge

File a Motion:[10-47470-rfn11 Vitro Asset Corp.](#)

Type: bk Chapter: 11 i Office: 4 (Ft. Worth)
 Judge: rfn Case Flag: REFORM,
 jntadmn, LEAD,
 EXHIBITS

Filed: 11/17/2010 Closed:
 Reopen: Dismissed:
 Dismissed(jdb):
 Converted: Discharged:
 Discharged(jdb):

[Summary](#) [History](#) [Parties](#) [Filers](#) [Docket Sheet](#) [Deadlines/Hearings](#) [Status](#) [Pending Motions](#) [Creditors](#) [Claims Register](#)

U.S. Bankruptcy Court**Northern District of Texas**

Notice of Electronic Filing

The following transaction was received from Jeff P. Prostok entered on 12/14/2010 at 6:27 PM CST and filed on 12/14/2010

Case Name: Vitro Asset Corp.

Case Number: [10-47470-rfn11](#)

Document Number: [76](#)

Docket Text:

Motion for leave - *Motion of the Petitioning Creditors for Determination that Certain Bankruptcy Cases Should Proceed in the United States Bankruptcy Court for the Northern District of Texas Pursuant to Fed. R. Bankr. P. 1014(b)* Filed by Petitioning Creditors Brookville Horizons Fund, L.P, Davidson Kempner Distressed Opportunities Fund LP, Knighthead Master Fund, L.P., Lord Abbett Bond-Debtenture Fund, Inc. (Attachments: # (1) Exhibit A - part 1 - Voluntary Petition# (2) Exh. A - part 2 - Verified Petition) (Prostok, Jeff)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:C:\Documents and Settings\lbreedlove\Desktop\12.14.10 Vitro Motion.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=1017686615 [Date=12/14/2010] [FileNumber=23775278
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Document description: Exhibit A - part 1 - Voluntary Petition

Original filename:C:\Documents and Settings\lbreedlove\Desktop\12.14.10 Vitro - Exh A - part 1 - Voluntary Petition.pdf

Electronic document Stamp:

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Document description: Exh. A - part 2 - Verified Petition

Original filename:C:\Documents and Settings\lbreedlove\Desktop\12.14.10 Vitro - Exh A - part 2 - Verified Petition.pdf

Electronic document Stamp:

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 e61858cca21dc692cf3ca6ae3b01f573f11bb1fab59a45e30036ad3f7b12]]

10-47470-rfn11 Notice will be electronically mailed to:

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